

PISANELLI BICE PLLC
3883 HOWARD HUGHES PARKWAY, SUITE 800
LAS VEGAS, NEVADA 89169

1 James J. Pisanelli, Esq., Bar No. 4027

JJP@pisanellibice.com

2 Todd L. Bice, Esq., Bar No. 4534

TLB@pisanellibice.com

3 Debra L. Spinelli, Esq., Bar No. 9695

DLS@pisanellibice.com

4 PISANELLI BICE PLLC

3883 Howard Hughes Parkway, Suite 800

5 Las Vegas, Nevada 89169

Telephone: 702.214.2100

6 Facsimile: 702.214.2101

7 Paul K. Rowe, Esq. (*pro hac vice forthcoming*)

pkrowe@wlrk.com

8 Bradley R. Wilson, Esq. (*pro hac vice forthcoming*)

brwilson@wlrk.com

9 S. Christopher Szczerban, Esq. (*pro hac vice forthcoming*)

scszczerban@wlrk.com

10 WACHTELL, LIPTON, ROSEN & KATZ

51 West 52nd Street

11 New York, New York 10019

Telephone: 212.403.1000

12 Robert L. Shapiro, Esq. (*pro hac vice forthcoming*)

RS@glaserweil.com

13 GLASER WEIL FINK JACOBS HOWARD

14 AVCHEN & SHAPIRO, LLP

10250 Constellation Boulevard, 19th Floor

15 Los Angeles, California 90067

Telephone: 310.553.3000

16 Attorneys for Wynn Resorts, Limited

17
18 **UNITED STATES DISTRICT COURT**

19 **DISTRICT OF NEVADA**

20
21 KAZUO OKADA, an individual,

22 Plaintiff,

23 v.

24
25 WYNN RESORTS, LIMITED, a Nevada
corporation,

26 Defendant.
27
28

Case No. 2:13-cv-00136-JCM-PAL

**DECLARATION OF
JAMES J. PISANELLI IN SUPPORT OF
WYNN RESORTS' OPPOSITION TO
PLAINTIFF'S MOTION FOR
PRELIMINARY INJUNCTION**

1 JAMES J. PISANELLI, pursuant to 28 U.S.C. § 1746, declares as follows:

2 1. I am an attorney at law licensed to practice before all courts in the State of Nevada.
3 I am a partner in the law firm of Pisanelli Bice PLLC, counsel of record for defendant
4 Wynn Resorts, Limited ("Wynn Resorts" or "the Company").

5 2. I make this Declaration in opposition to the motion by Kazuo Okada for a
6 preliminary injunction.

7 3. Annexed hereto are the following documents:

8 (a) Exhibit 1 is a true and correct copy of a Transcript of the deposition of
9 Kazuo Okada taken in *Kazuo Okada v. Wynn Resorts, Ltd.*,
10 No. A-12-654522-B (Eighth Judicial Dist. Ct., Clark County) on
11 September 18, 2012;

12 (b) Exhibit 2 is a true and correct copy of the Current Report on Form 8-K
13 filed by Wynn Resorts on February 22, 2012, annexing the Complaint in
14 *Wynn Resorts, Ltd. v. Kazuo Okada, et al.*, No. A-12-656710-B (Eighth
15 Judicial Dist. Ct., Clark County), dated February 19, 2012, and the Report
16 by Freeh, Sporkin & Sullivan, LLP to the Gaming Compliance Committee
17 or Wynn Resorts;

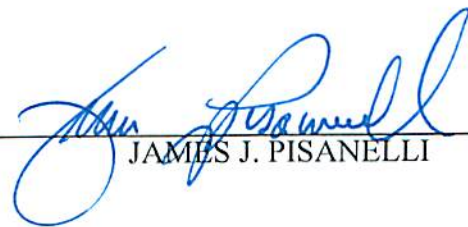
18 (c) Exhibit 3 is a true and correct copy of the Complaint filed in *Kazuo Okada*
19 *v. Wynn Resorts, Limited*, No. 2:13-cv-00136 (D. Nev. Jan. 24, 2013), as
20 filed by Wynn Resorts on January 31, 2013, as "Soliciting Material" related
21 to its Definitive Proxy Statement, dated January 3, 2013;

22 (d) Exhibit 4 is a true and correct copy of a Letter to Stockholders, dated
23 January 25, 2013, filed by Wynn Resorts on January 25, 2013 as
24 "Definitive Additional Materials" related to its Definitive Proxy Statement,
25 dated January 3, 2013;

26 (e) Exhibit 5 is a true and correct copy of excerpted pages from the Definitive
27 Proxy Statement filed by Wynn Resorts, dated September 20, 2012;
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- 1 (f) Exhibit 6 is a true and correct copy of excerpted pages from the Definitive
2 Proxy Statement filed by Wynn Resorts, dated April 7, 2011;
- 3 (g) Exhibit 7 is a true and correct copy of the Preliminary Proxy Statement
4 filed by Wynn Resorts, dated March 7, 2012;
- 5 (h) Exhibit 8 is a true and correct copy of a news report titled "Wynn Resorts
6 shareholders to meet, vote on Okada ouster" from the *Las Vegas*
7 *Review-Journal*, dated March 8, 2012;
- 8 (i) Exhibit 9 is a true and correct copy of a Press Release filed by
9 Wynn Resorts on February 4, 2013, as "Definitive Additional Materials"
10 related to its Definitive Proxy Statement, dated January 3, 2013;
- 11 (j) Exhibit 10 is a true and correct copy of an Order Denying Petitioner Kazuo
12 Okada's Motion to Compel and Request to Depose Wynn Resorts'
13 NRP 30(b)(6) Representative, entered on November 21, 2012, in *Kazuo*
14 *Okada v. Wynn Resorts, Limited*, No. A-12-654522-B (Eighth Judicial
15 Dist. Ct., Clark County); and
- 16 (k) Exhibit 11 is a true and correct copy of a Transcript of the Hearing on
17 Motion to Compel 30(b)(6) Deposition, dated November 8, 2012, in *Kazuo*
18 *Okada v. Wynn Resorts, Limited*, No. A-12-654522-B (Eighth Judicial
19 Dist. Ct., Clark County).

20 I declare under penalty of perjury under the laws of the United States of America that the
21 foregoing is true and correct to the best of my knowledge. Executed on February 6, 2013.

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JAMES J. PISANELLI